North West Trust Company

Annual Report
1990

North West Trust
COMPANY

Securing the Future

MISSION STATEMENT

*To be an efficient,
creative and profitable
trust and financial
services company
providing exemplary
personal service in
response to identified
customer needs.*

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FINANCIAL HIGHLIGHTS

	1990	1989	Growth
FINANCIAL POSITION			
Total Assets	**$ 850,970,000**	$ 813,139,000	4.7%
Mortgages, Loans & Leases	**584,550,000**	522,770,000	11.8%
Deposits	**763,216,000**	730,971,000	4.4%
Shareholders' Equity	**83,712,000**	76,645,000	9.2%
EARNINGS			
Investment & Other Income	**$ 102,238,000**	$ 87,784,000	16.5%
Net Income	**7,067,000**	9,115,000	-22.5%
Earnings Per Share	**0.26**	0.34	-22.5%
FINANCIAL RATIOS			
Return on Average Assets	**0.86%**	1.23%	
Return on Average Equity	**8.77%**	12.63%	
Equity to Total Assets as at December 31	**9.84%**	9.43%	
Net Interest Differential	**2.87%**	2.91%	

MESSAGE TO SHAREHOLDERS

We are proud of our achievements. Several years ago we promised to create a strong, viable Western-based financial institution. We are fulfilling that promise. Now we are looking forward, with confidence and commitment to "securing the future".

Financial Results

Net income for 1990 decreased 22.5% to $7,067,000 compared to $9,115,000 for the year ended December 31, 1989. This equates to earnings per common and Class "A" share of $0.26 compared to $0.34 in 1989.

Despite the decline in earnings - a phenomenon seen throughout the financial services sector last year - a number of positive factors support our belief that 1990 was a year of solid performance.

During the year total assets grew from $813,139,000 to $850,970,000 as at December 31, 1990. Underscoring this growth was an 11.8% increase in core assets (mortgages, loans and leases) from $522,770,000 to $584,550,000, which was consistent with our plan to ensure controlled, solid growth based on high quality investments and stringent risk rating policies and monitoring practices. Since 1987, total assets and core assets have grown at compounded annual rates of 6.0% and 20.0%, respectively.

Investment income for the year was $100,733,000 compared to $86,358,000 for 1989. However, this improvement was balanced by an offsetting increase in the cost of funds and increased loan loss provisions. Consequently, net investment income for 1990, after loan loss provisions, was $22,279,000, up marginally from $22,140,000 in 1989.

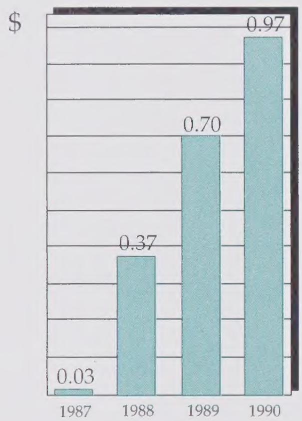
The increase in loan loss provisions is the result of a thorough evaluation of our portfolios and the application of strict credit risk rating procedures which were necessitated by last year's economic climate. Continued emphasis on quality assets remains a high priority and monitoring systems are in place to track our credit risk exposure on an ongoing basis.

Our future is heavily dependent on our commitment to hiring the best people and giving them the resources to meet customer needs as quickly and effectively as possible. The benefits from our investments in automation and operational efficiency are beginning to appear. Operating expenses for 1990 increased 15.7% over 1989; however, we were successful in achieving our 1990 corporate objective of managing operating expenses so as not to exceed 2.0% of average assets.

Financial Strength

After restructuring in 1987, we began on the road to recovery with a capital base of $50 million. In the past four years, accumulated earnings of $33.7 million have allowed this base to grow to $83.7 million. This equates to a ratio of 9.8% of total assets, much stronger than what is typically maintained within the trust industry.

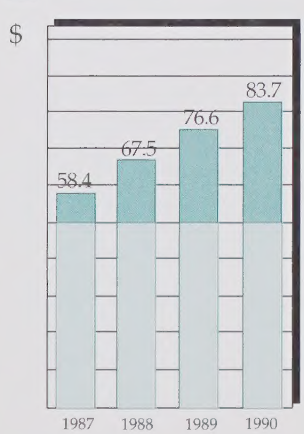
Equity Per Common
and Class "A" Share
(at December 31)



Shareholders' Equity
(at December 31)
(Millions of Dollars)

Includes retained earnings

Share capital



Directorate

It was with sadness that we recorded the passing of Mr. George L. Jackson. His positive contributions and counsel will be greatly missed by the Board and employees of North West Trust Company.

During the Annual General Meeting of the Shareholders held May 3, 1990, Mr. A.P. (Bert) Giesbrecht was elected to the Board as a Director. Mr. Giesbrecht has a substantial banking background and brings considerable experience in the financial services sector.

Five directors, including Douglas J. Evans, Donald E. Farnell, Mary Lobay, Dr. Demitro Melnyk, and Donald H. Wheaton, Sr., were re-elected to the Board at the 1990 Annual General Meeting.

Outlook

With 1990 behind us, we are working through the final year of our five year rebuilding plan. In all respects, this is a watershed year in the history of North West Trust Company.

In the short-term, we expect continued pressure on our profit margins as a result of last year's economic climate and the intense competition for quality business. However, our management philosophy will continue to emphasize the stewardship and protection of our customers' deposits and shareholders' capital as our primary responsibilities.

Western Canada is expected to lead the country's economic performance in 1991. North West Trust Company, as a solid, Western-based financial institution strengthened with quality assets and a strong liquidity position, is ready to take advantage of the opportunities of the new year.

Appreciation

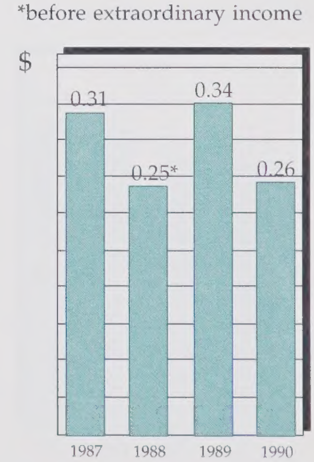
At North West Trust Company our principal purpose is to provide exemplary service to our customers. Our continued success is evidence of our progress in achieving that purpose. That success has been achieved because of the commitment and dedication of our employees, the valued guidance and direction of the Board, and the confidence and patience of the shareholders.

Gary G. Campbell, Q.C.
Chairman &
Chief Executive Officer

Donald E. Farnell
President &
Chief Operating Officer

Earnings Per Common and Class "A" Share (fully diluted)

*before extraordinary income



MANAGEMENT'S FINANCIAL REVIEW AND ANALYSIS

Contrary to expectations for lower interest rates as we entered 1990, interest rates, in fact, remained high throughout the year. The economic expansion which we had experienced in 1989 began to slow and, in the case of Eastern Canada, the economy began to shrink. These factors combined to inhibit our ability to generate good quality core assets (mortgages, loans and leases) and reduced our need to increase deposits. Although our operations are concentrated in Western Canada, where the regional economy continued to experience growth, we were not immune from asset deterioration and the resulting need for increased loan loss provisions.

For the year ended December 31, 1990, net earnings per common share were $0.26 compared to $0.34 in 1989. This decrease resulted from several related factors:

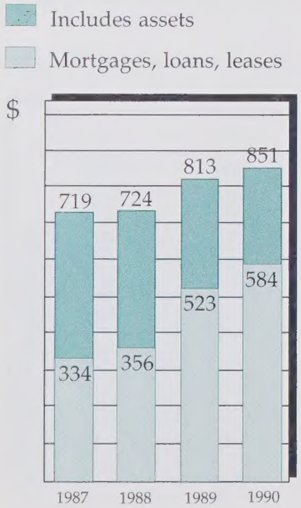
- Growth of overall balance sheet assets was only 4.7% compared to 12.2% in 1989.
- Core assets grew by only $61,780,000 compared to $166,751,000 in 1989.
- The provision for loan loss increased sharply to $1,331,000 from $90,000 in 1989.
- The net interest differential was compressed slightly to 2.87% from 2.91%.

Net income, expressed as an annual return on average balance sheet assets represented $0.86 per $100 compared with $1.23 in 1989, and $0.33, on average, for the five largest Canadian trust companies in fiscal 1990.

Return on average shareholders' equity was 8.8% compared to 12.63% in 1989 and 7.9%, on average, for the five largest Canadian trust companies in fiscal 1990.

Assets

Total Assets and Mortgages, Loans and Leases
(at December 31)
(Millions of Dollars)



Total assets grew by 4.7% during 1990 to $850,970,000 from $813,139,000 at December 31, 1989. Growth of core assets, a key corporate objective, was $61,780,000, which represents an 11.8% increase. The movement of investment funds into high quality core assets is a strategy that we will continue to actively pursue, but at a level that is directly related to the health of the economy.

Cash and short term investments increased to $117,986,000 from $107,231,000. Comprised of Government of Canada treasury bills and deposits with other financial institutions, this represents the Company's highest quality and most liquid asset.

Investment in marketable securities, primarily comprised of government and corporate bonds, decreased $14,718,000 to $76,448,000. At December 31, 1990, the market value of this portfolio was $75,805,000. The market value deficiency of $643,000 represents an improvement of $566,000 over the 1989 market value deficiency of $1,209,000.

Notes Receivable

In order to minimize interest rate risk and focus our investments on conventional core assets, we arranged for a systematic quarterly repayment of our notes receivable during 1990. In addition, all assets sold to 354713 Alberta Ltd. were settled in cash rather than increasing the notes receivable. This resulted in a reduction of $25 million in this asset from $86 million in 1989 to $61 million in 1990.

Property for Development or Resale

During the year, the Company's wholly owned subsidiary, North West Enterprises Ltd., purchased a real estate development project for $5.2 million. This office warehouse complex is located in West Edmonton on 19.2 acres, with phase one substantially complete and tenant occupied.

Deposits

The company raises deposit funds from the public through a retail branch network, supplemented by a network of deposit agents across Western Canada. In 1990, there were 32 "Million Dollar Agents", up from 24 in 1989. At December 31, 1990, agents' deposits represented 37.0% of total deposits, up from 35.0% one year ago. Over 87.0% of the Company's deposits were retail deposits insured by Canada Deposit Insurance Corporation. Overall, total deposit growth was 4.4% in 1990.

Deposit Source
Breakdown by Province (000's)

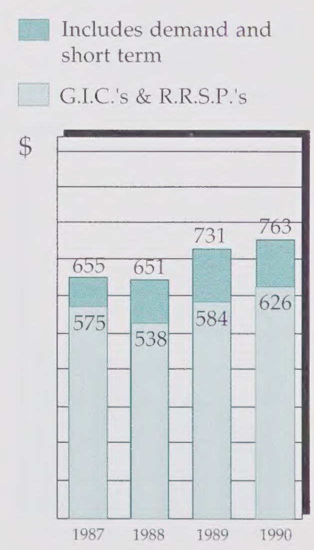
	1990		1989	
British Columbia	$ 97,101	13%	$ 96,900	13%
Alberta	392,348	51%	379,492	52%
Saskatchewan	174,680	23%	166,194	23%
Manitoba	99,087	13%	88,385	12%
Total	$ 763,216	100%	$ 730,971	100%

Net Investment Income

Net investment income is the difference between investment income earned on loans and other investments and interest paid on deposits. These funds are then available to cover operating expenses and provide for loan losses with the balance contributing to net income. Net investment income for 1990 was $23,610,000 up 6.2% from $22,230,000 in 1989.

Net investment income, expressed as a percentage of total investment income, slipped to 23.4% from 25.7%. Net interest differential, which is the annual return on interest earning assets less the equivalent interest expense on interest bearing deposits, was compressed to 2.87% from 2.91%, as a result of both the interest rate environment and competitive factors.

Deposits
(at December 31)
(Millions of Dollars)



Non-Performing Investments

Non-performing investments (Note 1(c) of the consolidated financial statements, page 17) include all mortgages, loans and leases which are in arrears 90 days or more or where, in the judgment of management, there is evidence of deterioration in the borrower's financial condition. When an asset becomes non-performing, all unpaid interest income is reversed and revenue is taken into earnings only as collected.

Mortgage, loan and lease portfolios are separated into those assets which existed when the Company was restructured in 1987 (pre-restructuring portfolio) and those which were generated subsequent to restructuring (post-restructuring portfolio). The pre-restructuring portfolio is protected by a purchase agreement as outlined in Note 4 to the consolidated financial statements on page 18, as well as a general loan loss provision of $7,179,301, which equates to 5.04% of the total pre-restructuring portfolio of $142,392,000.

Of the post-restructuring portfolio, which was $442,158,000 on December 31, 1990, there was $1,358,000 of non-performing assets compared to $1,090,000 in 1989. As a percentage of the total post-restructuring portfolio, this represented 0.31% as compared to an average non-performing portfolio component of 1.55% for the four largest trust companies in fiscal 1990.

Provisions for Loan Losses

There are two types of provisions for loan losses. All non-performing mortgages are monitored closely and Specific Provisions are established to reduce book values to estimated market values. General Provisions are established to provide a prudent cushion against undetermined future losses on that portion of the portfolio currently performing satisfactorily.

Guidelines for general provisions on the post-restructuring portfolio are established annually and reviewed quarterly by the Board of Directors after considering the quality of the portfolio (see Credit Risk on page 8) and the general economic outlook.

This thorough evaluation of the post-restructuring portfolio and application of stringent credit risk rating procedures led to an increase in the provision for loan losses to $1,331,000 from the previous year's $90,000.

Operating Expenses

Operating expenses increased 15.7% to $16,717,000 from $14,451,000 in 1989. Most of the $2,266,000 increase was a result of last year's commitment to improve company-wide products, services and delivery systems in support of our mission to provide "exemplary personal service in response to identified customer needs".

Over the past four years we have remained committed to building a team of professional managers. We increased our expenditures on personnel during 1990 by 22.4%. In 1990, this expense category comprised 57.2% of operating expenses compared to 54.1% in 1989.

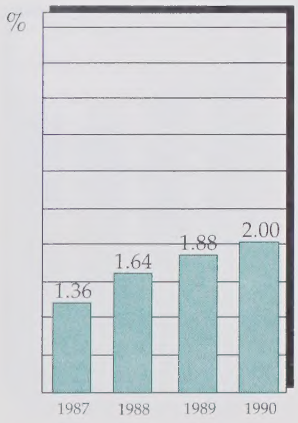
Last year marked the completion of our personnel plan. This will result in a reduction in the rate of increase of personnel expenses in 1991. Our challenge now is to concentrate on improving efficiency in order to manage more assets per employee.

Premises expenses increased 6.1% to comprise 9.1% of operating expenses in 1990, down from 9.9% in 1989. During the year, we moved our New Westminster Branch to new premises, upgraded our Winnipeg Commercial Lending Unit and expanded our Vancouver Commercial Lending Unit.

General and administrative costs increased 8.2% to comprise 33.7% of operating expenses, down from 36.0% in 1989.

Expressed in relation to average balance sheet assets, operating expenses were 2.0% compared to 1.9% in 1989. Expressed as a percentage of net investment income and other income, they were 66.6% compared to 61.1% in 1989.

Operating Expenses
(as a Percentage of Average Assets)



Taxation

The company is exempt from income taxes (see Note 6 of consolidated financial statements, page 19).

Under the Goods & Services Tax, which took effect January 1, 1991, the Company will be required to pay the G.S.T. on various operating expenses. Since most financial intermediary services are exempt, we estimate that the G.S.T. will increase operating expenses approximately $300,000 in 1991.

Reorganization

During the past year, we continued the evolution from a centralized structure to a regional operation. The intent was to shift more of the decision-making into the field; closer to our customers. To complement this process, we reorganized several Head Office departments:

- Corporate Administration and Computer Information Services were combined to create efficiencies and to strengthen our ability to deliver effective and efficient automated solutions.

- Financial Services was restructured to create an Operations Department which will provide centralized user-support for the Company's systems and integrate previously fragmented functions.

- The Controller's Department was reorganized to include mortgage and loan accounting, which frees Corporate Credit to deal strictly with risk management issues. One of the Controller's primary objectives for 1991 is to further improve the Management Information Systems and the Strategic Planning and Budgeting Process.

- Treasury Services was restructured to assume a greater role in investment strategies, interest rate risk control and cost effective liability management.

- Business Development was expanded to include advertising and marketing because of the need to stay focused on our market niche through an effective, integrated marketing plan.

As a result of this reorganization, much more authority has been given to the regions. This action further strengthens the Unit Presidency concept which we have been developing within North West Trust Company.

In Summary

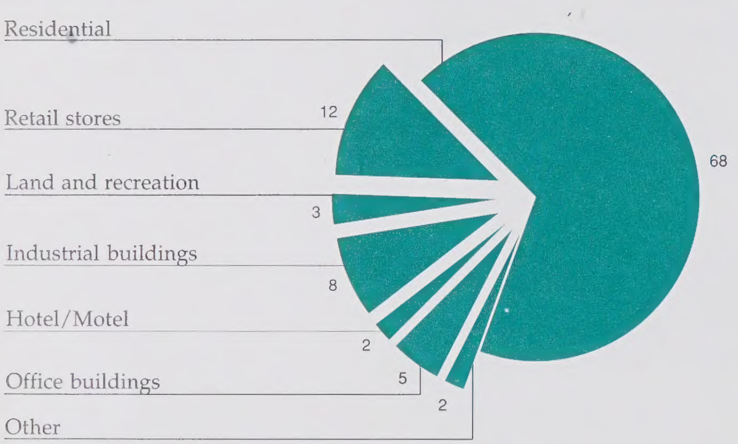
The concentration of energies and resources on building high quality asset portfolios rather than pursuing growth for the sake of growth exemplifies the longer-term view shared throughout the Company. This philosophy shapes the ongoing development of the team of employees and the support systems they use to manage the portfolios entrusted to them. Supported by a strong foundation, both financially and operationally, and driven by the goal to become Western Canadians' financial institution of choice, North West Trust Company looks confidently to the future.

SECURING THE FUTURE - A PROGRESS REPORT

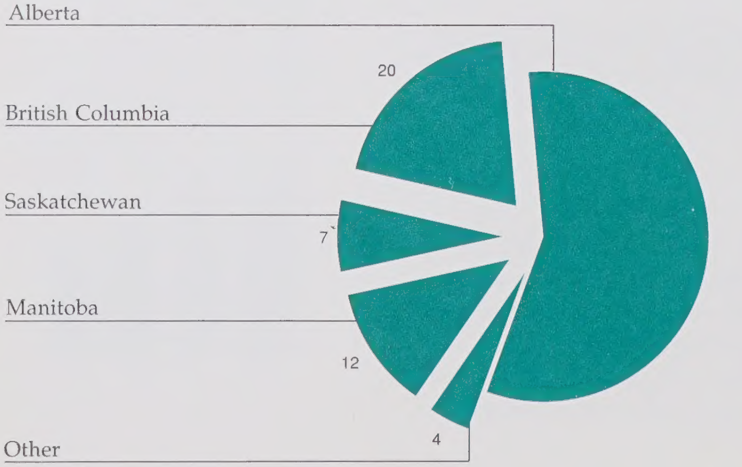
Securing a position of recognition and respect for North West Trust Company in the financial services industry, and more specifically as a quality financial intermediary, is a goal that has directed the decisions and actions undertaken by the Company. The degree of success realized in pursuing this goal will depend on our ability to master the many challenges inherent in our operational environment. This is particularly true in the area of Risk Management.

At North West Trust Company, we recognize that Risk Management in the financial services industry is a multi-faceted and complex process. The challenges of Risk Management have been viewed from a number of different perspectives. This has allowed us to lay a foundation for continued growth and success.

Mortgage by Business Sector (%)
(at December 31, 1990)



Geographic Distribution of Mortgages (%)
(at December 31, 1990)



Credit Risk

Of all the facets associated with Risk Management, credit risk - the chance that full payment will not be received on mortgage and loan investments - is of prime importance. We have pursued a number of strategies and tactics in order to limit the magnitude of risk encountered and to facilitate ongoing tracking of the degree of credit risk within our lending portfolios. This is both an art and a science, given the dynamic nature of the portfolios.

The Company's first line of defence against credit risk lies within our lending policies. The philosophy behind our lending policies has been and will continue to be one of caution. Emphasis is placed on maintaining a strong foundation of quality assets.

This philosophy is buttressed by the Investment Committee. The Committee is made up of Directors and provides an objective review of the continuing application of these policies.

Perhaps the most significant operational improvement in credit risk management was the implementation of a standardized, comprehensive risk rating system. This system allows management to assign a risk rating to every new investment opportunity to assist in isolating and evaluating all types of risks associated with the particular credit.

The risk rating system is also an integral part of the monitoring system that tracks changes in the level of risk within our portfolios resulting from changes in such factors as market conditions. The depressed economic conditions of 1990 precipitated the significant increase in the provision for loan losses for the year.

Every mortgage, loan and lease is risk rated on inception and continually monitored for changes in the level of risk. A number of different criteria are used to determine the risk factor of the assets, which results in placing them into the following categories:

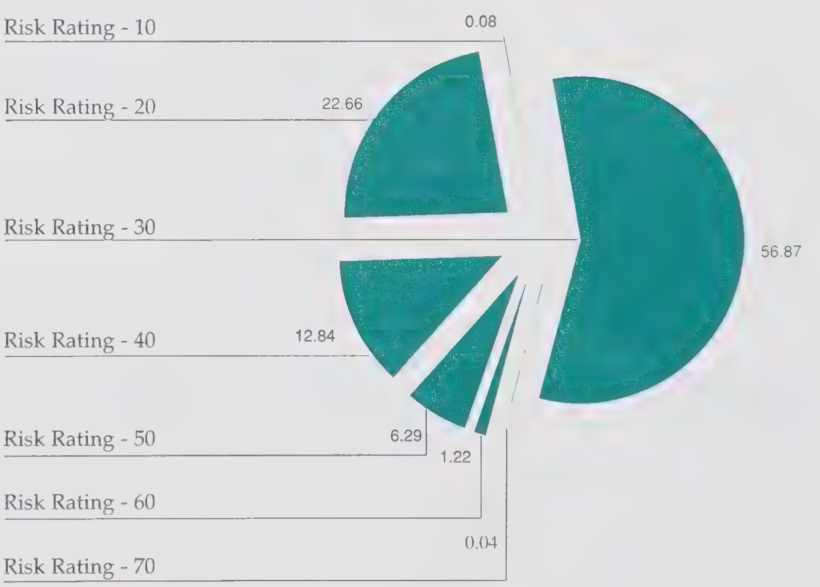
Risk Rating Factors

Category	Summary Explanation of Category
10	- undoubted quality
20	- higher than normal quality
30	- normal risk
40	- some factors of risk higher than normal
50	- watch list - closely monitored loans
60	- unsatisfactory risk, non-performing with no loss anticipated
70	- unsatisfactory risk, non-performing with specific loss provision required

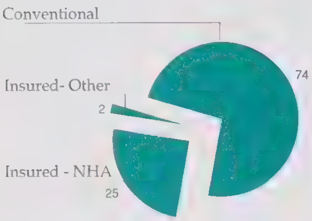
Diversification strategies have also helped us lessen our overall exposure to credit risk. Diversification has been implemented on the basis of business sector as well as geographically. We are fortunate to have the majority of our operations concentrated in the relatively strong Western Canadian economy and, particularly, that of Alberta. Recognizing the cyclical nature of business and economical phenomena, however, a strong North West Trust Company of the future must look at geographical diversification on a more national basis. Our strong capital base will permit us to evaluate a wide range of options in this area.

Another aspect of diversification is the type of properties being financed. Regulatory guidelines are used to measure the diversity of the types of loans and marketing activities are shifted as required to meet these guidelines. As at December 31, 1990, our degree of compliance to these regulatory guidelines is illustrated in the following table.

Risk Rating Breakdown of Mortgage Portfolio (%)
(at December 31, 1990)



Mortgages Conventional and Insured (%)
(at December 31, 1990)



Portfolio Mix
(at December 31, 1990)

Category	CDIC Guidelines	Actual
Residential	75.00% (min)	68.36%
Hotel/Motel	5.00% (max)	1.94%
Recreation	5.00% (max)	0.08%
Land	5.00% (max)	2.57%
Special Commercial	5.00% (max)	0.00%
Interim	5.00% (max)	4.89%
2nd Subsequent Charges	12.00% (max)	5.23%
Uninsured Large Loans	20.00% (max)	15.18%

From an organizational standpoint, the Head Office Corporate Credit Department was restructured to allow it to focus its resources more directly on credit risk and other related issues. The department's new mandate is to act as expeditor and facilitator on field credit issues, to be an objective evaluator with respect to risk measurement and to monitor and report to management and the Board.

Interest Rate Risk and Sensitivity

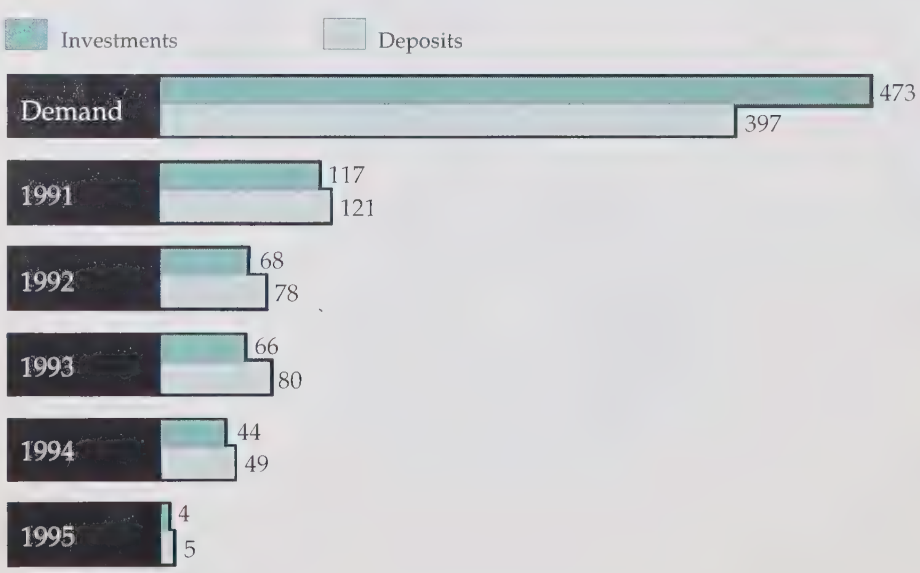
Interest rate risk - the inherent sensitivity of net investment income to interest rate fluctuations - must be measured and controlled to limit the potential negative impact of adverse swings in interest rates and yield curve rotations.

We expect the declining interest rate environment of late 1990 will continue throughout 1991, although at a slower pace. The consensus among economic experts is a prime rate in the range of 10.0% by the end of 1991.

Most of the impact of this declining rate scenario on our net investment income would develop from two sources. Should the yield curve tend to a more normal shape, a narrower spread would result given the relatively large short-term component within our asset mix. A further narrowing of spread would result if assets matured and repriced at a higher frequency than liabilities in a falling interest rate environment. This situation is controlled via matching strategies.

Overall, North West Trust Company is in a well-matched position, with the minor exception within the Demand category of our Balance Sheet. The Asset Liability Committee, with the assistance of sophisticated asset/liability management tools, meets monthly to review the interest rate risk changes within the Company's balance sheet. The emphasis of this Committee is on improving the effectiveness of the management tools and strategies used in this process.

Interest Rate Sensitivity Position - Guaranteed Funds
(at December 31, 1990)
(Millions of Dollars)



Liquidity Risk

Liquidity risk measures our capacity to meet immediate or short-term cash flow requirements. Our policy to maintain a portfolio of high quality, short-term investments that can be easily liquidated, means that our liquidity consistently exceeds regulatory requirements. Our statutory liquidity was $179,257,000 at December 31, 1990 as compared to the regulatory requirement of $45,700,000.

Regulatory Risk

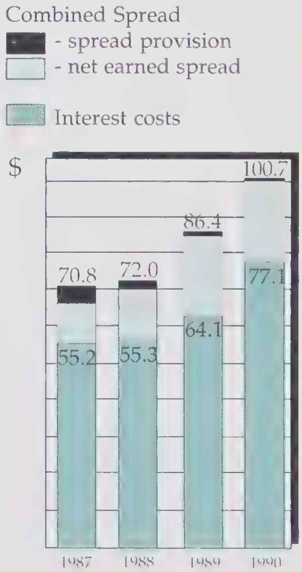
Regulatory risk refers to the effect legislative changes could have on our ability to achieve planned objectives. Because we are serious about regulatory compliance at the federal and regional level, we have implemented a system to closely monitor our position relative to regulatory risk. Senior management is committed to a proactive policy of open and direct communications with regulatory authorities.

Regional Focus

Much of the strength associated with the North West Trust Company of the future and the subsequent opportunities that arise will be highly correlated with the success achieved in our role of "niche" player. Recognition of the diversity within the needs of our customers and the desire to get closer to our customers is what initiated the move to a more regional structure in our operations.

The intent behind the reorganization and restructuring of Head Office during 1990 was to complement the regionalization of our field operations that occurred in 1989. The challenge has alway been to increase the quality and value of the services provided to our customers, both "internal" and "external". The Company now has the operational structure and the team of motivated employees in place to provide consumers with service that is both flexible and customer-oriented.

Investment Revenue
(Millions of Dollars)



Agent Network

No discussion of the future of North West Trust Company would be complete without reference to our network of agents who represent a much valued distribution channel for our deposit products.

The Head Office Business Development Department was given the mandate to coordinate the corporate agents' programme and to provide support to the branches as they service the agents directly. The introduction of a comprehensive Agent's Manual and Marketing Package, as well as the re-introduction of the bi-monthly *Network* newsletter have been enthusiastically received by our agents.

In Summary

North West Trust Company policies and procedures are designed to empower employees with resources and authority to meet the needs of their customers. With more efficient computer systems, stronger risk management processes and improved and expanded products and services, North West Trust Company is in a position to take full advantage of the opportunities that will arise as the economy strengthens.

FINANCIAL REPORTING RESPONSIBILITY

The management of North West Trust Company is responsible for the content of these financial statements. To ensure reliability, integrity and fairness in recording and reporting results, management has selected appropriate accounting principles and made judgements and estimates consistent with generally accepted accounting principles in Canada.

The Company's accounting systems and related internal controls are designed, and supporting procedures are maintained, to provide reasonable assurance of the completeness and accuracy of the financial records and of the safety of all assets controlled by the Company. These systems include the communication of policies and standards of business conduct throughout North West Trust Company to prevent conflicts of interest and unauthorized disclosure of financial information. The system of internal controls is regularly reviewed and evaluated using internal audit programs which are subject to scrutiny by shareholders' auditors. These reviews are performed by staff who have direct access to the Audit Committee of the Board.

The Federal Office of the Superintendent of Financial Institutions and the Alberta Provincial regulators conduct independent annual examinations of the Company's affairs to ensure it operates within the guidelines of the Canada Deposit Insurance Corporation, within the provisions of governing legislation and that the interests of depositors and the public are safeguarded.

The Board of Directors exercises its responsiblity for the financial statements to shareholders through the Audit Committee which is comprised of directors who are not officers or employees of the Company. The Audit Committee reviews financial statements with management and the shareholders' auditors before they are approved by the Board of Directors and presented to the shareholders.

Deloitte & Touche Chartered Accountants, the independent auditors appointed by the shareholders of North West Trust Company, have examined our financial statements in accordance with generally accepted auditing standards and their report follows. The shareholders' auditors have full and free access to the Audit Committee to discuss their audit and their related findings as to the integrity of the Company's financial reporting and the adequacy of the system of internal controls.

AUDITORS' REPORT

To The Shareholders,
North West Trust Company

We have audited the consolidated balance sheet of North West Trust Company as at December 31, 1990 and the consolidated statements of income and retained earnings and changes in financial position for the year then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the Company as at December 31, 1990 and the results of its operations and the changes in its financial position for the year then ended in accordance with generally accepted accounting principles.

Deloitte & Touche

Chartered Accountants

Edmonton, Alberta
February 25, 1991

Consolidated Financial Statements of North West Trust Company

CONSOLIDATED FINANCIAL STATEMENTS

Consolidated Financial Statements of North West Trust Company

CONSOLIDATED BALANCE SHEET

AS AT DECEMBER 31

	1990 ($ thousands)	1989 ($ thousands)
ASSETS		
Cash and short term investments	$ **117,986**	$ 107,231
Marketable securities (Note 2)	**76,448**	91,166
Notes receivable (Note 3)	**60,699**	85,993
Mortgages, loans and leases (Note 4)	**584,550**	522,770
Property for development and resale	**5,296**	-
Premises and equipment (Note 5)	**3,896**	3,974
Other assets	**2,095**	2,005
	$ **850,970**	$ 813,139
LIABILITIES		
Deposits		
Demand and short term	$ **137,099**	$ 146,694
Guaranteed investment certificates	**626,117**	584,277
	763,216	730,971
Accounts payable and accrued liabilities	**4,042**	5,523
	767,258	736,494
SHAREHOLDERS' EQUITY		
Share capital (Note 7)	**50,000**	50,000
Retained earnings	**33,712**	26,645
	83,712	76,645
	$ **850,970**	$ 813,139

On behalf of the Board:

Director

Director

CONSOLIDATED STATEMENT OF INCOME & RETAINED EARNINGS

FOR THE YEAR ENDED DECEMBER 31

	1990 ($ thousands)	1989 ($ thousands)
Investment income		
Cash and short term investments	$ 13,044	$ 8,350
Marketable securities	8,296	13,981
Notes receivable (Note 3)	10,458	10,998
Mortgages, loans and leases	68,935	53,029
	100,733	86,358
Cost of funds		
Demand and short term	13,997	10,981
Guaranteed investment certificates	63,126	53,147
	77,123	64,128
Net investment income	23,610	22,230
Provision for loan losses	1,331	90
Net investment income after provision for loan losses	22,279	22,140
Other income		
Mortgage administration fees (Note 11)	293	304
Mortgage and loan fees	209	239
Service fees and other	1,003	883
	1,505	1,426
Net income before operating expenses	23,784	23,566
Operating expenses		
Salaries and employee benefits	9,569	7,815
Premises	1,520	1,433
General and administrative	5,628	5,203
	16,717	14,451
Net income	7,067	9,115
Retained earnings, beginning of year	26,645	17,530
Retained earnings, end of year	$ 33,712	$ 26,645
Earnings per common share and Class "A" share	$ 0.26	$ 0.34

CONSOLIDATED STATEMENT OF CHANGES IN FINANCIAL POSITION

FOR THE YEAR ENDED DECEMBER 31

	1990 ($ thousands)	1989 ($ thousands)
OPERATING ACTIVITIES		
Cash provided by (used for)		
Net income	**$ 7,067**	$ 9,115
Provision for loan losses	**1,331**	90
Depreciation	**1,072**	791
Amortization of discounts	**(749)**	(1,904)
Amortization of deferred items	**(332)**	211
	8,389	8,303
Deposits	**32,966**	82,264
Operating investment activities		
Marketable securities	**14,164**	91,354
Mortgages, loans and leases	**(61,601)**	(165,453)
Notes receivable	**25,293**	(6,687)
Property for development and resale	**(5,296)**	-
	(27,440)	(80,786)
Changes in other assets and other liabilities	**(2,166)**	(475)
	11,749	9,306
CAPITAL INVESTMENT ACTIVITIES		
Cash used for		
Premises and equipment	**(994)**	(2,448)
INCREASE IN CASH AND SHORT TERM INVESTMENTS	**10,755**	6,858
CASH AND SHORT TERM INVESTMENTS, BEGINNING OF YEAR	**107,231**	100,373
CASH AND SHORT TERM INVESTMENTS, END OF YEAR	**$ 117,986**	$ 107,231

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

DECEMBER 31, 1990

1. Summary of significant accounting policies

These consolidated financial statements include the accounts of the Company and its wholly owned subsidiary, North West Enterprises Ltd. The significant accounting policies are as follows:

a) Marketable securities
Bonds are stated at amortized cost plus accrued interest. Stocks are stated at cost plus dividends receivable. A provision for losses is provided where a decline in market value represents other than a temporary diminution of value.

b) Notes receivable
Notes receivable are stated at cost plus accrued interest which does not exceed net realizable value.

c) Mortgages, loans and leases
Mortgages and loans are stated at amortized cost, which includes accrued interest, property taxes and other charges where applicable, less provision for losses. Mortgage and loan premiums, discounts and fees are amortized to income over the term of the mortgage or loan. Leases are stated at gross rentals receivable net of unearned income and provision for losses. Income is recognized over the expected term of the lease at the effective yield rate.

Mortgages, loans and leases are reviewed on a regular basis and, if required, an appropriate provision for estimated losses is recorded in the Company's accounts. Non-performing investments are stated at estimated net realizable value. All mortgages, loans and leases which have reached 90 days in arrears, or which in management's judgment there is evidence of deterioration in the borrower's financial condition, are classified as non-performing, and all unpaid interest income is reversed and revenue is taken into earnings only as collected.

d) Property for development and resale
Property for development and resale represents primarily real estate acquired in settlements of mortgages and other loans and is stated at the lower of cost and estimated realizable value.

e) Premises and equipment
Premises and equipment are stated at cost less accumulated depreciation. Depreciation is based on the estimated useful lives of the assets and is calculated using a straight-line or diminishing-balance method as considered most appropriate for each type of asset.

f) Agents' commissions
Agents' commissions on deposits sold are deferred and amortized over the term of the deposit.

g) Pension costs
Pension expenses consist of actuarially computed costs using management's best estimate and assumptions of pension benefits in respect of current year's service, imputed interest on plan assets and on accumulated benefits, with any experience gains or losses being amortized over the average remaining service life of the employee group. The difference between the actuarial present value of the accrued pension obligation and the market value of pension fund assets is also amortized over the average remaining service life of the employee group.

h) Trust funds
Trust assets under administration are kept separate from the Company's assets and are excluded from the balance sheet.

2. Marketable securities

	1990		1989	
	Cost ($ thousands)	Market	Cost ($ thousands)	Market
Bonds				
Government of Canada	$ 18,126	$ 17,974	$ 18,657	$ 18,131
Provincial	15,484	15,299	19,658	19,392
Municipal	-	-	938	936
Corporate	42,160	41,854	49,881	49,466
	75,770	75,127	89,134	87,925
Stocks				
Common	678	678	2,032	2,032
	$ 76,448	$ 75,805	$ 91,166	$ 89,957

3. Notes receivable

The notes receivable are due from 354713 Alberta Ltd., bear interest at prime and are due 90 days after demand but not later than March 19, 1992. All notes carry the indemnity of the Province of Alberta. During the year the Company received interest income thereon of $10,458,000 (1989 - $10,998,000).

4. Mortgages, loans and leases

	1990 ($ thousands)	1989 ($ thousands)
Mortgages	$ 517,484	$ 452,511
Consumer and collateral loans	27,397	28,571
Lease contracts	39,669	41,688
	$ 584,550	$ 522,770

The Company, the Province of Alberta and 354713 Alberta Ltd., a company owned by the Province of Alberta, are parties to an agreement which provides, subject to the consent of the Province of Alberta, for the Company to cause 354713 Alberta Ltd. to purchase at book value up to $50 million of certain assets at any time prior to July 1, 1992. The Company has been indemnified by the Province of Alberta from any loss in regard to the obligation of 354713 Alberta Ltd. During the year the Company sold assets totalling $7,566,000 (1989 - $6,606,000) to 354713 Alberta Ltd. under this agreement. The amount available to the Company under this agreement is $24,436,000 as at December 31, 1990 (1989 - $32,002,000).

As at December 31, 1990 the Company's non-performing mortgages, loans and leases, other than those covered by the above agreement, totalled $1,358,000 (1989 - $1,090,000).

5. Premises and equipment

	1990 ($ thousands)	1989 ($ thousands)
Land, buildings and leasehold improvements	$ 1,493	$ 1,237
Equipment (computer and office)	4,536	3,932
	6,029	5,169
Accumulated depreciation and amortization	(2,133)	(1,195)
	$ 3,896	$ 3,974

Depreciation and amortization included in expenses for 1990 total $1,072,000 (1989 - $791,000).

6. Income taxes

The Company is exempt from income taxes pursuant to section 149 of the Income Tax Act. The losses available to carry forward in the approximate amount of $30,000,000 at December 31, 1990 (1989 - $39,000,000) would only be relevant in the event the Company ceases to be exempt.

7. Share capital

The following is a summary of the authorized, issued and outstanding share capital of the Company as at December 31, 1990:

	1990 ($ thousands)	1989 ($ thousands)
Authorized		
25,000,000 Class "D" Preferred shares without par value, which may be issued for a maximum aggregate consideration of $250,000,000 [1989 - Nil]		
576,250 Class "C" Preferred shares with a par value of $100 each		
21,866,667 Class "B" Preferred shares with a par value of $3 each		
2,070,290 Class "A" Non-Voting shares with a par value of $1 each		
100,000,000 Common shares without par value, which may be issued for a maximum aggregate consideration of $300,000,000		
Issued and Outstanding		
576,250 Class "C" Preferred shares	$ 46,146	$ 46,146
2,070,290 Class "A" Non-Voting shares	2,070	2,070
24,946,807 Common shares	1,784	1,784
	$ 50,000	$ 50,000

The terms of issue of all outstanding shares are as follows:

Class "C" Preferred shares have no general voting rights and carry a fixed non-cumulative dividend as and when declared by the Board of Directors of 7% per annum of the par value. Class "C" Preferred shares may be redeemed at the option of the Company at par value plus any accrued and unpaid dividends, excluding interest thereon to the redemption date, and rank in priority to all other classes of issued shares. During the year no dividends were paid or declared on these issued shares.

Class "A" Non-Voting shares are entitled to receive in each fiscal year, when and as declared by the Board of Directors (after all dividends for such fiscal year and applicable interest payable on Class "C" Preferred shares have been paid), non-cumulative dividends at the rate of $.03 per annum. No dividends shall be declared and paid or set aside for payment on the common shares in any fiscal year unless and until the dividends at the rate of $.03 per share are paid on the Class "A" Non-Voting shares. Thereafter, dividends of up to $.03 per share may be paid on the common shares and thereafter any further sums which the Company declares for payment of dividends in such fiscal year shall be paid in equal amounts per share on all Class "A" Non-Voting shares and common shares without preference or distinction. In accordance with the terms of issue of the Class "A" Non-Voting shares, as dividends have not been paid on them for two consecutive years, these shares became voting shares as at December 31, 1986 and will continue to be voting shares until such time as dividends have been paid on them at the prescribed rate for two consecutive years.

8. Commitments and contingencies

Contractual obligations in respect of operating leases for premises expiring at various dates to 1998 amount to $3,057,000. Rent paid in 1990 amounted to $1,343,000 (1989 - $1,287,000). The future minimum payments under the terms of all the operating leases for the next five years are:

1991	$ 1,344,000
1992	912,000
1993	285,000
1994	171,000
1995	163,000

9. Provision for rehabilitation

The rehabilitation agreement provided a reserve to establish an acceptable interest rate spread between interest bearing assets and liabilities. During the year $660,000 (1989 - $1,758,000) was amortized into income from this reserve. At December 31, 1990 the unamortized balance of this spread reserve was $1,008,000 (1989 - $1,668,000).

10. Pension plan

North West Trust Company maintains defined benefit pension plans covering substantially all of its employees. Based on the latest actuarial reports prepared and using management's best estimate and assumptions, the present value of the accrued pension benefits as at December 31, 1990 amounted to $1,308,000 (1989 - $943,000) and the market value of the net assets available to provide these benefits was $1,390,000 (1989 - $1,003,000).

11. Related party transactions

Related party transactions, other than those disclosed in notes 3 and 4 are as follows:

a) In the normal course of business the Company received mortgage and loan administration fees of $293,000 (1989 - $304,000) from 354713 Alberta Ltd. These fees were based on market rates for providing similar services.

b) In the normal course of business at market rates, the Company enters into deposit taking and investing activities with its principal shareholder, the Province of Alberta, and its agencies. As at December 31, 1990, the Company's net investment position amounted to $3,615,000 (1989 - a deposit position of $7,400,000).

CORPORATE PROFILE

North West Trust Company is committed to providing superior quality service in helping our customers achieve their financial goals. The dedication and expertise of the 238 men and women on the North West Trust Company team has created a healthy, profitable organization that is meeting continued success due to a total staff attitude of 'the customer is king'.

North West Trust Company is incorporated under the Trust Companies Act of the Province of Alberta, and has its headquarters in Edmonton.

Since the Edmonton Main Branch was established in 1958, North West Trust Company has developed into a solid Alberta-based financial institution offering a full range of deposit and loan services through its network of twelve retail branches strategically located in Alberta, British Columbia, Saskatchewan and Manitoba. Five Commercial Financial Centres located in Western Canadian cities provide custom financial and leasing solutions to corporate clients. The Company is also licensed to operate in New Brunswick and the Yukon and Northwest Territories.

Our office network is supplemented by more than 600 bonded Agents representing the Company's deposit products in rural areas. As the pioneer of this mode of financial services distribution, North West Trust Company is proud of the continuation and evolution of our association with these professionals.

Operating with a strong code of business ethics and a high degree of integrity, the Company has set a goal of earning and maintaining the confidence and trust of all those it serves by offering a full range of products and services tailored to meet both corporate and individual customer needs.

North West Trust Company's positive view to the future, combined with progressive, innovative management and a commitment to customer satisfaction, provides our customers with quality financial service.

RETAIL FINANCIAL SERVICES

At North West Trust Company we've designed each of our financial services to meet the individual needs of our customers; our role is to help them achieve their own financial goals. Whether it's investment savings, retirement income planning, personal loans or mortgages, North West Trust Company offers top quality service combined with excellent rates, flexibility and security.

Deposit Products

InvestorRate Chequing
A premium interest rate is earned on your total balance every day your minimum balance is $3,000 or more. Every day your minimum balance is less than $3,000, you still earn a competitive daily interest rate. Interest is calculated daily and paid monthly. Cheque processing and withdrawals are free in each month a daily balance of $1,000 or more is maintained. Record keeping is done by passbook; however, statements are available. Cashed cheques can also be returned.

Top T-Bill Savings
Our Top T-Bill daily interest savings account pays higher and higher interest as your balance grows through several levels. When your savings reach each level, the higher rate is paid on your ***entire*** balance up to $100,000. A bonus rate is paid on the amount over $100,000. Top T-Bill savings rates are set each week relative to the Bank of Canada 91 day Treasury Bill auction. Interest is calculated daily and paid monthly. Record keeping is done by passbook and there is no charge for withdrawals.

56 Plus Plan
For North West Trust Company customers who have reached the age of 56, the 56 Plus Plan offers a variety of extra services designed specifically to meet the needs of a mature lifestyle. In addition to our regular services, 56 Plus Plan members receive a 1/2% interest bonus over InvestorRate accounts; free chequing (with statements and cheques returned); 1/4% interest bonus on GIC's with monthly interest payment; no service charge on travellers cheques, personalized cheques, utility bill payments, money orders or drafts; discounts on Safety Deposit Box rentals; and, free deposit-by-mail service.

Personal Chequing
An ideal chequing account for customers who maintain a nominal account balance. Service charges are competitive and you receive your cancelled cheques along with an itemized monthly statement.

Business Account
This is our basic business operating account for corporations, partnerships and sole proprietorships. A monthly statement records all transactions. Your statement and cancelled cheques are free if you maintain a daily balance of $1,000 during the month.

Guaranteed Investment Certificates
GIC's offer a solid combination of security and high returns, featuring guaranteed interest for 1 to 5 year terms. Depending on the amount invested, you can choose the interest payment frequency that best meets your financial needs.

Short Term Deposits
Short Term Deposits provide maximum flexibility for investment planning. North West Trust Company Short Term Deposits pay high interest on funds deposited for 7 to 364 day terms. Certain Short Term Deposits may be redeemed prior to maturity without penalty.

Retirement Planning

Retirement Savings Plans (RSP's)
North West Trust Company RSP's enable you to reduce income taxes while building a secure retirement fund. We offer excellent rates on a wide choice of investments ranging from daily interest savings to 5 year term deposits. Our service includes instant tax receipts, low cost loans to finance your RSP investment and no fees or commissions.

Group RSP Plans
For companies with no pension plans, North West Trust Company Group RSP's, through payroll deductions, give employees the opportunity to build their own retirement income and reduce taxable income at source.

Retirement Income Funds (RIF's)
A North West Trust Company RIF is a great way for you to manage your RSP retirement dollars for a stable post-retirement income. It offers Investment Certificates with a guaranteed rate of return for terms of one to five years.

Minimum RIF payments vary from year-to-year. You can receive payments monthly, quarterly, semi-annually or annually. There are no payment fees, regardless of frequency chosen. The minimum RIF deposit is $10,000.

Payment flexibility is the key to any RIF and with North West Trust Company you have maximum flexibility. You decide how much income you need from the plan. How you invest will not impact this decision. If you need "emergency" money, you're not "locked in" and you do not have to keep some money "liquid" to cover these situations.

Loan Products

Personal Loans
Same day approval, competitive rates, amortization periods up to 5 years, life and disability insurance for pennies a day and no penalties for early repayment are just a few of the ways North West Trust Company Personal Loans are helping customers achieve their financial goals.

Residential Mortgage Lending
Free pre-approvals, flexible 6-month to 5-year terms, amortization periods up to 25 years, a choice of weekly, bi-weekly, semi-monthly or monthly payments are some of the options designed for maximum flexibility and savings offered in a North West Trust Company Residential Mortgage. A number of pre-payment options are also available. For added family protection, mortgages can be life insured at low cost.

Other Services

In addition to our deposit and loan products, North West Trust Company offers other services such as travellers cheques, money orders and drafts, Canada Savings Bonds and Alberta Capital Bond sales and redemptions, Safety Deposit Box rentals and the convenience of paying your utility bills at our retail branches.

COMMERCIAL FINANCIAL SERVICES

Commercial Mortgage Lending
North West Trust Company offers a full range of commercial mortgage lending options, each custom designed to provide mortgage financing at competitive rates. Whether it's a multiple family residential, commercial or industrial project, North West Trust Company can handle all aspects of commercial mortgage lending. From ground breaking to completion and beyond, we can help with property financing, interim construction lending and long term mortgage financing.

Term Lending
Flexibility is the key to the broad spectrum of North West Trust Company term lending packages. Depending on your needs, North West Trust Company will develop an innovative package with interest rates that are fixed or floating, a combination of both, or floating with an option to fix in the future.

Leasing
North West Trust Company offers competitive service for leasing of all types of business equipment. Leases are individually tailored to your requirements. Lease lines of credit can be established to simplify funding of future asset acquisitions on pre-agreed terms.

Portfolio Management
North West Trust Company provides sound management of commercial and residential mortgage portfolios. We also offer complete administration and loan accounting expertise.

BOARD OF DIRECTORS

Gary G. Campbell, Q.C.
Chairman &
Chief Executive Officer
North West Trust Company
Edmonton, Alberta

Donald E. Farnell
President &
Chief Operating Officer
North West Trust Company
Edmonton, Alberta

Douglas J. Evans, Q.C.
Barrister & Solicitor
Pincher Creek, Alberta

Zane Feldman
President
Efmark Group of
Companies Ltd.
Edmonton, Alberta

Mary Lobay, C.M., B.Ed., M.Ed.
Educator &
Community Worker
Edmonton, Alberta

A.P. (Bert) Giesbrecht
Retired Banker
Edmonton, Alberta

Dr. Demitro Melnyk, M.D.
Medical Doctor
Edmonton, Alberta

Robert G. Peters
President
Peters & Company Limited
Calgary, Alberta

Dr. D.S. Reimer
Chairman, President &
Chief Executive Officer
Reimer Express Enterprises
Ltd.
Winnipeg, Manitoba

Donald H. Wheaton
President
Don Wheaton Ltd.
Edmonton, Alberta

Roy G. Wilson
Businessman
Calgary, Alberta

COMMITTEE STRUCTURE

Executive Committee

Members:
Gary G. Campbell, Q.C. (Chairman)
Donald E. Farnell
Douglas J. Evans, Q.C.
Robert G. Peters
A.P. (Bert) Giesbrecht

The Executive Committee provides leadership in setting strategic objectives for the Company and to consider and approve proposed directives and policies not within management authority. Between the regular quarterly meetings of the Board, this Committee exercises all the powers of the Board except those which by law cannot be delegated. It monitors Company activities to ensure adherence to general corporate policies and procedures.

Audit Committee

Members:
Mrs. Mary Lobay, C.M., B.Ed., M.Ed. (Chairman)
Roy G. Wilson
Douglas J. Evans, Q.C.

The Audit Committee meets four times per year to review and approve the Company's quarterly financial statements, and to review the annual financial statements and the financial content of other reports for recommendation of their approval by the Board. This Committee monitors the appropriateness of accounting policies and financial reporting used by the Company and reviews the scope and objectives of the internal audit plans and the performance and reports of the internal Audit Services Department. It also maintains direct contact with the shareholders' auditors to review the terms and findings of their annual audit. It discharges its responsibilities in accordance with the recommendations and standards of the Canadian Securities Administrators.

Investment Committee

Members:
A.P. (Bert) Giesbrecht (Chairman)
Gary G. Campbell, Q.C.
Zane Feldman
Roy G. Wilson

The Investment Committee meets to approve individual mortgages and loans which are outside management's level of authority. The Committee determines the Company's underwriting policies and recommends to the Board approval levels for management. On a quarterly basis it reviews the Company's mortgage and loan portfolios to ensure compliance with lending policies, to monitor portfolio management and to assess the adequacy of any required loan loss provisions. The Committee regularly reviews all policies, authorities and underwriting practices to ensure sound risk management.

Human Resources and Compensation Committee

Members:
Donald H. Wheaton (Chairman)
Gary G. Campbell, Q.C.
Dr. Donald S. Reimer

The Human Resources and Compensation Committee meets as required to review the Company's policies regarding pension, benefit, and compensation plans and to make recommendations for approval by the Board. The Committee recommends the appointment and termination of officers of the Company and reviews and approves the specific compensation arrangements of officers and senior employees, as well as the annual compensation plan for other employees. It is also charged with the responsibility of reviewing and considering for approval the personnel organization plan for the Company on an annual basis.

CORPORATE DIRECTORY

Regional Divisions

Alberta

David R. Pogue
Regional Vice-President
Alberta

Commercial Centre

Harold A. Crook
Assistant Vice-President
Commercial Lending
Alberta North

Gerald R.T. Dyck
Assistant Vice-President
Commercial Lending
Alberta South

Retail Branches

Douglas M. Gess
Branch Manager
Edmonton Main

Emil R. Motoska
Branch Manager
Edmonton Southside

George S. Gosse
Branch Manager
Calgary

R. Dale Butler
Branch Manager
Lethbridge

Orest L. Filewych
Branch Manager
Camrose

British Columbia

Peter J. Wright
Regional Vice-President
British Columbia

Commercial Centre

Kenneth F. Dermody
Assistant Vice-President
Commercial Lending
British Columbia

Retail Branches

Paul J. Drescher
Branch Manager
Vancouver

Jeffery C. Grisold
Branch Manager
Victoria

Gregory H. Prenty
Branch Manager
New Westminster

NWT Leasing Division

Graham A. Niel
General Manager
NWT Leasing

Manitoba/Saskatchewan

Lorne W. Kendall
Regional Vice-President
Manitoba / Saskatchewan

Commercial Centre

Walter Schmidt
Assistant Vice-President
Commercial Lending
Manitoba

Douglas W. Banzet
Manager
Commercial Lending
Saskatchewan

Retail Branches

Ronald F. Ellis
Branch Manager
Saskatoon

Bill Wachko
Branch Manager
Yorkton

James E. Dalrymple
Branch Manager
Regina

Heinz H. Kleist
Branch Manager
Winnipeg

CORPORATE DIRECTORY

Executive Officers

Gary G. Campbell, Q.C.
Chairman & Chief
Executive Officer

Donald E. Farnell
President & Chief
Operating Officer

A.P. (Bert) Giesbrecht
Board Vice-President

David B. Margolus
Corporate Secretary

Business Development

Gordon Conway
Vice-President
Business Development

Daniel O. McCormack
Vice-President

Treasury Services

John S. Davediuk
Vice-President
Treasury Services

Corporate Credit

Harry D. Klassen
Vice-President
Corporate Credit

Dennis Crough
Assistant Vice-President
Retail Credit & Loan
Administration

Brian Hewson
Assistant Vice-President
Commercial Credit

Operations

William E. Scharff
Vice-President
Operations

Robert T. Coutts
Assistant Vice-President
Operations

Corry L. Papirnik
Assistant Vice-President
Corporate Projects

Audit Services

Roger J. Pogue
Vice-President
Audit Services

Corporate Administration & Information Services

M. Wayne Bond
Vice-President
Corporate Administration &
Information Services

Ronald D. Bezanson
Assistant Vice-President
Corporate Administration

Lars K. Christensen
Assistant Vice-President
Computer Information
Services

Controller

Erwin Granson
Vice-President
Controller

David M. Leeworthy
Assistant Vice-President
Planning & Budgeting

Brian M. Zubach
Assistant Vice-President
Product Accounting

OFFICE DIRECTORY

Head Office

18th Floor, T-D Tower
Edmonton Centre
10205 - 101 Street
Edmonton, Alberta
T5J 4G1
Phone (403) 429-9300
FAX (403) 429-9331

Retail Branches

Calgary
PanCanadian Plaza
150 - 9th Avenue, S.W.
Calgary, Alberta
T2P 3H9
Phone (403) 264-5423
FAX (403) 264-2550

Camrose
4895 - 50 Street
Camrose, Alberta
T4V 1P6
Phone (403) 672-7769
FAX (403) 672-9119

Edmonton
10166 - 100 Street
Edmonton, Alberta
T5J 0P5
Phone (403) 428-1212
FAX (403) 426-4793

7933 - 104 Street
Edmonton, Alberta
T6E 4C9
Phone (403) 433-4286
FAX (403) 433-7426

Lethbridge
College Mall
2025 Mayor Magrath Drive
Lethbridge, Alberta
T1K 2S2
Phone (403) 328-9199
FAX (403) 328-9273

Winnipeg
234 Portage Avenue
Winnipeg, Manitoba
R3C 0B1
Phone (204) 947-0631
FAX (204) 957-5988

Regina
1920 Broad Street
Regina, Saskatchewan
S4P 3V2
Phone (306) 565-0660
FAX (306) 565-2499

Saskatoon
222 - 2nd Avenue South
Saskatoon, Saskatchewan
S7K 1K9
Phone (306) 934-6161
FAX (306) 664-3306

Yorkton
Parkland Mall
45 - 277 Broadway Street East
Yorkton, Saskatchewan
S3N 3G7
Phone (306) 782-1002
FAX (306) 786-7550

Vancouver
803 Hornby Street
Vancouver, B.C.
V6Z 1T9
Phone (604) 685-0451
FAX (604) 685-4495

Victoria
1113 Blanshard Street
Victoria, B.C.
V8W 2H7
Phone (604) 386-3534
FAX (604) 384-3994

New Westminster
Columbia Square Unit #115
1015 Columbia Street
New Westminster, B.C.
V3M 6H5
Phone (604) 522-0757
FAX (604) 522-1512

OFFICE DIRECTORY

Commercial Financial Centres

Edmonton
1703 T-D Tower
Edmonton Centre
10205 - 101 Street
Edmonton, Alberta
T5J 4G1
Phone (403) 429-9300
FAX (403) 429-9308

Calgary
PanCanadian Plaza
150 - 9th Avenue, S.W.
Calgary, Alberta
T2P 3H9
Phone (403) 264-5423
FAX (403) 264-2550

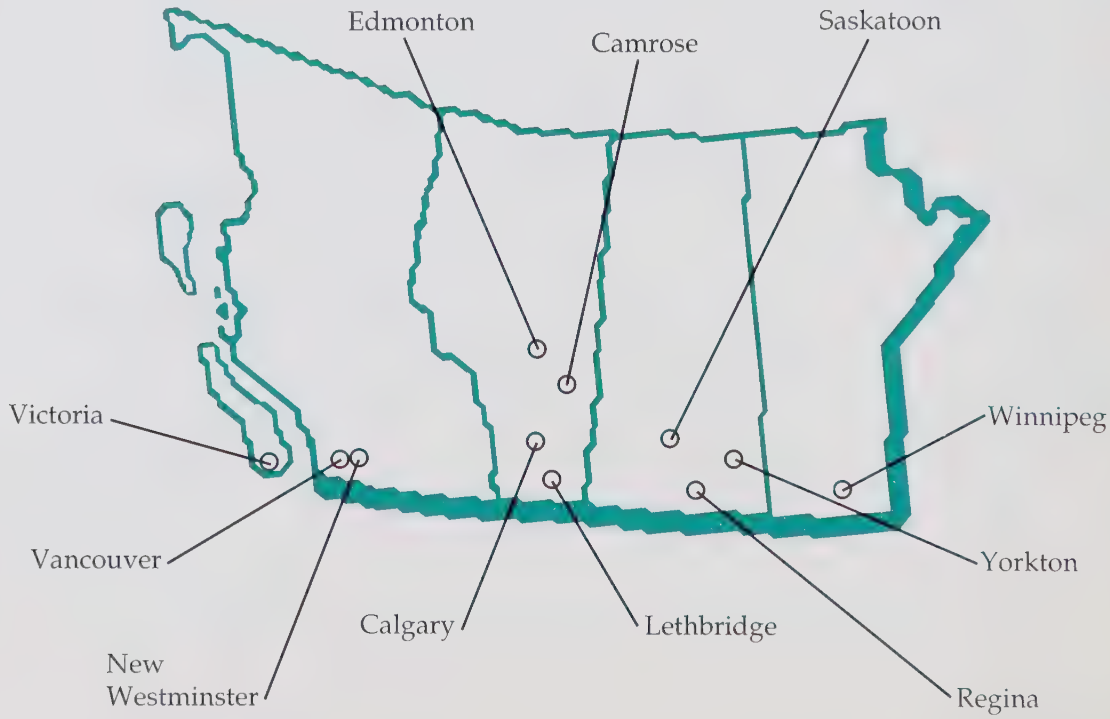
Vancouver
750 - 601 W. Broadway
Vancouver, B.C.
V5Z 4C2
Phone (604) 873-0846
FAX (604) 873-1172

Winnipeg
234 Portage Avenue
Winnipeg, Manitoba
R3C 0B1
Phone (204) 947-0631
FAX (204) 957-5988

Saskatoon
222 - 2nd Avenue South
Saskatoon, Saskatchewan
S7K 1K9
Phone (306) 934-6161
FAX (306) 664-3306

Leasing

Vancouver
750 - 601 W. Broadway
Vancouver, B.C.
V5Z 4C2
Phone (604) 873-0846
FAX (604) 873-1172



The Annual General Meeting of the Shareholders will be held in the Winterlake Room, Edmonton Hilton Hotel, 10235 - 101 Street, Edmonton, Alberta, Wednesday, May 8, 1991 at 11:00 a.m.

Registrar and Transfer Agent

North West Trust Company

Stock Exchange Share Listings
(Class "A" and Common Shares)

Alberta Stock Exchange

Memberships

Trust Companies Association of Canada
Trust Companies Institute
Canadian Payments Association
Canada Deposit Insurance Corporation

Authorized Lenders

Canada Mortgage and Housing Corporation
Mortgage Insurance Company of Canada
Alberta Mortgage and Housing Corporation
Alberta Family First-Home Program
British Columbia Home Mortgage Assistance Program

Bankers

Treasury Branches of Alberta
Royal Bank of Canada

Auditors

Deloitte & Touche

PLEDGE TO OUR CUSTOMERS

To provide superior service and investment expertise; to produce innovative financial products; to become Western Canadians' financial institution of choice.

PLEDGE TO OUR EMPLOYEES

To demonstrate pride in our employees; to provide leadership and to motivate high productivity and performance; to create an environment where individual merit is recognized and rewarded.